

James Weingarten, DC Bar No. 985070  
Peggy Bayer Femenella, DC Bar No. 472770  
James Abell, DC Bar No. 990773  
Cem Akleman, FL Bar No. 107666  
Jennifer Fleury, NY Bar No. 5053178  
Meredith Levert, DC Bar No. 498245  
James Gossmann, DC Bar No. 1048904  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
Tel: (202) 326-3570  
*jweingarten@ftc.gov; pbayer@ftc.gov;*  
*jabell@ftc.gov; cakleman@ftc.gov;*  
*jfleury@ftc.gov; mlevert@ftc.gov;*  
*jgossmann@ftc.gov*

Erika Wodinsky, Cal. Bar No. 091700  
90 7th Street, Suite 14-300  
San Francisco, CA 94103  
Tel: (415) 848-5190  
*ewodinsky@ftc.gov*

[Additional counsel identified on signature page in accordance with Local Rule 3-4(a)(1)]

Attorneys for Plaintiff Federal Trade Commission

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**FEDERAL TRADE COMMISSION,**

Plaintiff,

v.

**MICROSOFT CORP.**

and

**ACTIVISION BLIZZARD, INC.,**

Defendants.

Case No. 3:23-cv-2880

**PLAINTIFF FEDERAL TRADE  
COMMISSION'S ADMINISTRATIVE  
MOTION TO CONSIDER WHETHER  
ANOTHER PARTY'S MATERIAL  
SHOULD BE SEALED**

PLAINTIFF FEDERAL TRADE COMMISSION'S ADMINISTRATIVE MOTION TO CONSIDER WHETHER  
ANOTHER PARTY'S MATERIAL SHOULD BE SEALED  
CASE NO. 3:23-cv-2880

Pursuant to Civil Local Rules 7-11 and 79-5(f), Plaintiff, the Federal Trade Commission, respectfully submits this Administrative Motion to Consider Whether Another Party's Material Should be Sealed in connection with Plaintiff's Reply to Defendants' Opposition to Preliminary Injunction Motion ("Plaintiff's Reply").

Certain portions of Plaintiff's Reply contain information obtained from Defendants' Microsoft Corporation ("Microsoft") and Activision Blizzard, Inc. ("Activision"), as well as Amazon.com, Inc. ("Amazon"), Nintendo of America, Inc. ("Nintendo"), NVIDIA Corporation ("Nvidia"), and Sony Interactive Entertainment ("Sony") during the course of the FTC's investigation regarding Microsoft's proposed acquisition of Activision. Microsoft, Activision, Amazon, Nintendo, Nvidia, and Sony designated certain of this information as confidential pursuant to Section 21 of the FTC Act, 15 U.S.C. § 57b-2. Other portions of Plaintiff's Reply contain information that was obtained during the course of litigation discovery in In the matter of Microsoft Corp. and Activision, Blizzard, Inc., before the United States of America Federal Trade Commission Office of Administrative Law Judges, Docket No. 9412, and that the producing party designated as Confidential pursuant to the Protective Order Governing Confidential Material entered on December 9, 2022 ("Administrative Protective Order"). Accordingly, Plaintiff seeks to file under seal:

Document	Portions to Be Filed Under Seal	Designating Party
Plaintiff's Reply	Page 1, Portions of Lines 17–25	Microsoft and Activision
Plaintiff's Reply	Page 3, Portions of Lines 14-23	Microsoft and Activision

Plaintiff's Reply	Page 3, Portion of Line 25; Page 4, Line 1	Sony
Plaintiff's Reply	Page 4, Portions of Lines 5-6	Microsoft and Activision
Plaintiff's Reply	Page 4, Portions of Lines 10-13	Microsoft and Activision
Plaintiff's Reply	Page 4, Portions of Lines 13-14	Sony
Plaintiff's Reply	Page 4, Portions of Lines 15-16	Microsoft and Activision
Plaintiff's Reply	Page 4, Portions of Lines 26-28	Sony
Plaintiff's Reply	Page 5, Portions of Lines 10-19	Microsoft and Activision
Plaintiff's Reply	Page 5, Portions of Lines 19-20	Sony
Plaintiff's Reply	Page 5, Portion of Line 20	Amazon
Plaintiff's Reply	Page 5, Portions of Lines 22-25	Microsoft and Activision
Plaintiff's Reply	Page 6, Portions of Line 5-11	Microsoft and Activision
Plaintiff's Reply	Page 6, Portions of Lines 13-17	Nvidia
Plaintiff's Reply	Page 6, Portions of Lines 21-25	Microsoft and Activision
Plaintiff's Reply	Page 6, Portion of Line 22	Sony

Plaintiff's Reply	Page 6, Portions of Lines 23-27	Microsoft and Activision
Plaintiff's Reply	Page 7, Portions of Lines 21-26	Sony
Plaintiff's Reply	Page 8, Portions of Lines 3-19	Microsoft and Activision
Plaintiff's Reply	Page 8, Portions of Lines 27-28	Sony
Plaintiff's Reply	Page 9, Portions of Lines 4-5	Microsoft and Activision
Plaintiff's Reply	Page 9, Portions of Lines 16-20	Sony
Plaintiff's Reply	Page 9, Portions of Lines 27-28, Page 10, Portions of Lines 1-4	Microsoft and Activision
Plaintiff's Reply	Page 10, Portions of Lines 6-14	Microsoft and Activision
Plaintiff's Reply	Page 10, Portions of Lines 20-27	Microsoft and Activision
Plaintiff's Reply	Page 10, Portion of Line 28, Page 11, Portions of Lines 1-3	Sony
Plaintiff's Reply	Page 11, Portions of Lines 13-14	Microsoft and Activision
Plaintiff's Reply	Page 11, Portions of Lines 15-18	Nvidia
Plaintiff's Reply	Page 11, Portions of Lines 19-27	Microsoft and Activision

Plaintiff's Reply	Page 11, Portions of Lines 27-28, Page 12, Portion of Line 1	Nvidia
Plaintiff's Reply	Page 12, Portions of Lines 1-3	Sony
Plaintiff's Reply	Page 12, Portions of Lines 5-6	Microsoft and Activision
Plaintiff's Reply	Page 13, Portions of Lines 17-20	Nintendo
Plaintiff's Reply	Page 13, Portions of Lines 22-23	Microsoft and Activision
Plaintiff's Reply	Page 14, Portions of Lines 4-5	Sony

Materials and documents may be provisionally filed under seal pursuant to Civil Local Rule 79-5(f) when the document, or portions thereof, "has been designated as confidential by another party or non-party." L.R. 79-5(f). Plaintiff has redacted the above-referenced yellow-highlighted portions of its Reply because Microsoft or Activision has designated the information contained therein as confidential pursuant to Section 21 of the FTC Act, 15 U.S.C. § 57b-2, and/or as Confidential pursuant to the Administrative Proceeding Protective Order. Plaintiff has redacted the above-referenced green-highlighted portions of its Reply because Nvidia has designated information contained therein as confidential pursuant to Section 21 of the FTC Act, 15 U.S.C. § 57b-2, and/or as Confidential pursuant to the Administrative Proceeding Protective Order. Plaintiffs has redacted the above-referenced blue-highlighted portions of its Reply because Sony has designated information contained therein as confidential pursuant to Section 21 of the FTC Act, 15 U.S.C. § 57b-2, and/or as Confidential pursuant to the Administrative Proceeding Protective Order. Plaintiffs has redacted the above-referenced pink-highlighted

portions of its Reply because Nintendo has designated information contained therein as confidential pursuant to Section 21 of the FTC Act, 15 U.S.C. § 57b-2, and/or as Confidential pursuant to the Administrative Proceeding Protective Order. Plaintiffs has redacted the above-referenced purple-highlighted portions of its Reply because Amazon has designated information contained therein as confidential pursuant to Section 21 of the FTC Act, 15 U.S.C. § 57b-2, and/or as Confidential pursuant to the Administrative Proceeding Protective Order. Plaintiff takes no position on the merits of sealing Microsoft's, Activision's, and non-parties' designated material.

In compliance with Civil Local Rule 79-5(d), redacted and unredacted versions of Plaintiff's Reply accompany this Administrative Motion. In accordance with Local Rule 7-11, Plaintiff has also filed a Proposed Order herewith.

Date: June 20, 2023

Respectfully Submitted,

/s/ James H. Weingarten

James H. Weingarten  
 Peggy Bayer Femenella  
 James Abell  
 Cem Akleman  
 J. Alexander Ansaldo  
 Michael T. Blevins  
 Amanda L. Butler  
 Nicole Callan  
 Maria Cirincione  
 Kassandra DiPietro  
 Jennifer Fleury  
 Michael A. Franchak  
 James Gossman  
 Ethan Gurwitz  
 Meredith R. Levert  
 David E. Morris  
 Merrick Pastore  
 Stephen Santulli  
 Edmund Saw

Federal Trade Commission  
 600 Pennsylvania Avenue, NW  
 Washington, DC 20580

Tel: (202) 326-3570

*Counsel for Plaintiff Federal Trade  
Commission*